

BY-LAWS OF THE CHARLES DARWIN FOUNDATION

CHAPTER 1

PERTAINING TO THE DEFINITION, HEADQUARTERS AND OBJECTIVES OF THE ORGANIZATION

Art. 1. In accordance with the Belgian Law of October 25, 1919, amended on December 6, 1954, an international, non-governmental, and non-profit organization is constituted for scientific purposes, with legal capacity, and called the "CHARLES DARWIN FOUNDATION FOR THE GALAPAGOS ISLANDS."

Art. 2. The Charles Darwin Foundation for the Galapagos Islands (CDF) was established in 1959 on the occasion of the Centennial of the publication of The Origin of the Species (1858-1958) written by Charles Darwin. It is authorized by the Government of Ecuador, the United Nations Educational, Scientific and Cultural Organization (UNESCO) and the International Union for the Conservation of Nature (IUCN). In agreement with the Government of Ecuador, the CDF advises and assists the Government of Ecuador in aspects regarding the conservation of the Galapagos Archipelago.

Art. 3. The headquarters of the organization is located in the Royal Belgian Institute of Natural Sciences in Brussels.

Art. 4. The CDF mission is to provide knowledge and assistance through scientific research and complementary action to ensure the conservation of the environment and biodiversity in the Galapagos Archipelago.

Art. 5. To ensure the conservation of the environment and biodiversity of the Galapagos, the objectives of the CDF are:

- 1) To perform scientific research and collaborate in activities of basic and applied research in the Archipelago.
- 2) To disseminate the results of its research and relevant research produced by other organizations.
- 3) To provide advice to the Ecuadorian Government on the conservation of the environment and biodiversity of the Galapagos.
- 4) To contribute to the process of policy formation with precise and relevant technical information.
- 5) To develop actions that increase the local and national capacity for conservation of the environment and biodiversity.
- 6) To arrange the obtaining of funds on a national and international basis to finance its operation.
- 7) To make the necessary efforts to ensure the successful functioning of all areas of support for its mission.

CHAPTER 2

PERTAINING TO THE MEMBERS

Art. 6. The members of the Organization are:

- 1) Active members
- 2) Honorary members
- 3) Corresponding members

Art. 7. The status of Active Members nominated by the Board of Directors and elected by the General Assembly, shall be limited to:

- a) The representatives of Ecuadorian governmental entities.
- b) The representatives of public and private entities and scientific, higher education, conservation, philanthropic organizations and related entities.
- c) Persons nominated on a personal basis.

The maximum number of Active Members is one hundred and twenty. The Active Members are elected for four years and can be reelected indefinitely.

The Active Members that are contracted as permanent personnel by the CDF will become Corresponding Members while they are under contract.

Art. 8. The status of Honorary Member may be granted by the General Assembly to persons who have rendered important services to the cause of conservation of the Galapagos Archipelago.

Art. 9. Corresponding Members may be persons whose knowledge and experience complement the CDF mission.

Art. 10. Only Active Members of the organization shall have a voice and vote at the meetings of the General Assembly. The Honorary and Corresponding Members may attend with the right to voice.

Art. 11. The members of the Organization may withdraw their membership by written resignation addressed to the Executive Director. The resignation shall go into immediate effect.

CHAPTER 3

PERTAINING TO THE INTERNAL STRUCTURE OF THE ORGANIZATION

Art. 12. The structure of the organization shall consist of three levels:

- a) Governing and Supervisory
- b) Directive
- c) Executive and Operative

PERTAINING TO THE GOVERNING AND SUPERVISORY LEVEL

Art. 13. The General Assembly is the body of highest authority of the CDF and is constituted by its Active Members who must reflect the international character of the organization.

The General Assembly shall be presided by the President of the Board of Directors and the one who carries out this function will act as Secretary in the Board of Directors.

Art. 14. The General Assembly shall hold an annual regular meeting which will take place in Ecuador or, in exceptional circumstances, in another place. The date will be set by the General Assembly or by the President of the Board of Directors. The Executive Director shall convoke a regular meeting of all Active Members, in writing, with three months' notice, accompanied by the proposed agenda by the President of the Board of Directors.

Honorary and Corresponding Members shall receive an invitation to the General Assembly.

In urgent or exceptional cases, the President of the Board of Directors or more than half of its members may request the Executive Director to convoke a special General Assembly to be held within one month.

Art. 15. The General Assembly shall legitimately deliberate with present quorum equivalent to one-fourth of the Active Members. In the absence of a quorum, the Assembly Meeting shall be called to order an hour later with the number of Active Members present.

Art. 16. The functions of the General Assembly are:

- a) To establish the general policies of the CDF in order to fulfill its mission and achieve its objectives.
- b) To amend the by-laws and issue regulations and necessary procedures for the proper operation of the organization.
- c) To approve the dissolution of the organization.
- d) To elect and separate the members of the Board of Directors (by simple majority including votes in their absence).
- e) To elect and remove, by a two-thirds majority (including votes in their absence) Active Members, Honorary, Associate and Corresponding Members nominated by the Board of Directors.
- f) To consider and approve the report of the Board of Directors.
- g) To consider and approve the operational plans and the budgets of the organization submitted by the Board of Directors.
- h) To consider and approve the reports of administrative and financial auditing.
- i) To resolve upon all other matters of interest for the proper operation of the organization.

Art. 17. All of the resolutions of the General Assembly shall be adopted by a simple majority of votes, except for the cases stipulated in these by-laws.

PERTAINING TO THE DIRECTIVE LEVEL

THE BOARD OF DIRECTORS

Art. 18. This is the governing body of the CDF and is constituted by nine Active Members elected by the General Assembly, one of whom is an Ecuadorian citizen, representative of the Government of Ecuador and the other, a Belgian citizen. All the members of the Board, except for the representative of the Government of Ecuador, must be members of the CDF on a personal basis. The members of the Board are elected (by simple majority, including votes in their absence) for a period of six years. The members are elected in a scaled manner to allow for the renovation and continuity of the Board. Initially, it will proceed in agreement with the following plan: Year 2 - The election period of three persons expires; Year 4 - the election period of three persons expires; Year 6 - The election period of three persons expires. Members of the Board can be reelected.

Art. 19. The Board of Directors shall meet regularly twice a year and, in exceptional circumstances, when necessary, upon being convoked by the President of the Board, or at the request of four Board members.

Regular meetings shall be convoked at least 60 days in advance and special meetings, at least 15 days in advance. The members of the Board of Directors will not receive remuneration, however, costs resulting in fulfilling their functions will form part of the annual CDF budget.

Art. 20. The functions of the Board of Directors are:

- a) To elect the dignities that include: President, Vice President, Commissioner and Secretary. The Board shall elect dignities every two years, immediately after the election of the members of the Board. The dignities may be reelected.
- b) To take the necessary measures to implement the decisions made by the General Assembly.
- c) To supervise the CDF operations.
- d) To determine the functions of the dignities of the Board.
- e) To revise and approve all the plans, budgets and reports submitted by the President of the Board of Directors and by the Executive Director.
- f) To revise and approve the financial statements of the organization.
- g) To ensure the autonomy and economic stability of the organization.
- h) To appoint, supervise and remove the Executive Director of the organization.
- i) To establish the remuneration of the Executive Director.
- j) To put the Executive Director or other persons in charge of the fulfillment of specific activities.
- k) To appoint Commissions, Experts, Scientific Specialists and/or Representatives of Geographical Areas as advisers to the Board, Executive Director and affiliated organizations.

- l) To identify and propose candidates for the membership of the General Assembly.
- m) To establish the terms of relations with affiliated organizations, to be familiar with their reports and ensure the coordination of the fundraising requirements of CDF.
- n) To make all necessary and emergency decisions to safeguard the interests of the CDF and its mission.
- o) To choose an auditive company.

Art. 21. Legitimate meetings of the Board of Directors shall require the attendance of at least five of its members. The resolutions of the Board will be taken by the simple majority of votes. In the case of an equal number of votes, the President's vote will be the deciding factor.

Art. 22. The functions of the President of the Board are:

- a) To be the legal representative of the CDF.
- b) To give instructions for the convocation of meetings of the General Assembly and of the Board of Directors and for the preparation of the agendas.
- c) As representative of the Board of Directors, to ensure that the general policies and guidelines of the General Assembly and of the Board of Directors are followed.
- d) To sign as representative of the organization the labor contracts between the organization and the Executive Director.

To fulfill his functions, the President of the Board may partially delegate his powers and obligations.

PERTAINING TO THE EXECUTIVE LEVEL

Art. 23. The Executive and Operational levels are the responsibilities of the Executive Director.

The Executive Director is responsible for implementing the policies and the plans of action and for adopting the instructions issued by the General Assembly and the Board of Directors.

Art. 24. The Executive Director is the Principle Executive Dignity responsible for all the operational and administrative functions of the organization.

Art. 25. The functions of the Executive Director are:

- a) To implement the decisions and resolutions of the General Assembly and the Board of Directors.
- b) To ensure the daily and efficient operation of the organization.
- c) To prepare the operative plans and annual and average-term budgets.
- d) To represent the CDF, as delegated by the President of the Board of Directors, before the Government of Ecuador.
- e) To represent the CDF, as delegated by the President of the Board, before Ecuadorian entities and those of other countries.

- f) To recommend policies and procedures to the Board of Directors that will ensure efficient operation of the CDF.
- g) To establish specific policies and procedures at the operative level for the proper function of the CDF.
- h) To negotiate and implement agreements made with affiliated organizations.
- i) To contract personnel to work for the CDF.
- j) To ensure the maintenance of solid financial and administrative practices.
- k) To supervise the communications system with the membership and keep a register of it.

- l) To attend meetings of the General Assembly and the Board of Directors by invitation of the President of the Board, however, without the right to vote.
- m) To ensure the publication of any change in CDF by-laws in the Belgian Monitor, in accord with the law from October 25, 1919, Art. 3.

CHAPTER 4

PERTAINING TO THE PATRIMONY AND RESOURCES OF THE ORGANIZATION

Art. 26. The patrimony of the organization consists of all its movable property and real estate.

The financial resources consist of any dues, gifts, inheritances, or donations that it may receive.

The patrimony and the resources shall be administered diligently by the officials responsible.

The President is authorized to accept any gift or donation made to the organization and any inheritance with benefit of inventory.

No part of the resources, capital, or property of the organization may be returned for the personal benefit of any donor or testator, or his relatives, representatives, or claimants, or of any individual, entity, or corporate body.

CHAPTER 5

PERTAINING TO THE CHANGES IN THE BY-LAWS, DISSOLUTION OF OR CHANGES IN THE ORGANIZATION

Art.27. The Board of Directors shall instruct that copies of any proposed amendments to the By-laws of the organization be sent through the Secretariat to the Assembly Members at least six months prior to the date on which the Assembly is to consider the matter.

The amendments to the By-laws shall be debated at the General Assembly, and the decisions shall be adopted with the favorable vote of two-thirds of the attending Assembly Members.

According to law, such decision shall become effective ten days after its publication in the Belgian Monitor.

Art. 28. The Board of Directors shall instruct that copies of the proposal for the dissolution of the organization be sent through the Secretariat to Assembly Members at least six months prior to the date on which the Assembly is to consider the matter.

The proposal of dissolution of the organization shall be debated at the Assembly, and the decision shall be adopted with the favorable vote of two-thirds of the attending Assembly Members.

According to law, such decision shall become effective ten days after its publication in the Belgian Monitor.

Art. 29. The General Assembly, after having voted in favor of the dissolution of the organization, shall decide by simple majority and by separate vote the manner in which the organization shall be terminated and what disposal shall be made of its property, bearing in mind the Twelfth Article of the agreement with the Ecuadorian Government, which deals with the buildings and installations made in Galapagos for the operation of the Charles Darwin Scientific Station.

The other property shall be distributed or placed exclusively at the disposal of one or several nonprofit, legally constituted organizations with conservation, educational, or scientific purposes for the benefit of the Galapagos Islands.

In the event that an appropriate entity cannot be found for this purpose, the property shall be placed at the disposal of one or several nonprofit, legally constituted institutions engaged in activities of conservation, science, or education in continental Ecuador.

CHAPTER 6

PERTAINING TO LANGUAGES

Art. 30. The official languages of the organization are Spanish, English, and French. For the interpretation of these by-laws and according to Belgian law, only the French text shall be valid.

